

# Southern Pacific Transportation Company

Southern Pacific Building • One Market Plaza • San Francisco, California 94105

(415) 541-1000

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ATTORNEYS

September 7, 1988

RECORDATION NO. 11665-E FILE 1325

RECORDATION NO. 11665-D FILE 1325

(415) 541-1754 SEP 12 1988 3 10 PM

INTERSTATE COMMERCE COMMISSION

SEP 12 1988 3 10 PM

INTERSTATE COMMERCE COMMISSION

VIA CERTIFIED MAIL  
RETURN RECEIPT REQUESTED

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

RE: I.C.C. Finance Docket No. 29272F --  
Southern Pacific Transportation Company  
Equipment Trust Agreement, Series 77

Dear Ms. McGee:

There are enclosed for recording, pursuant to the provisions of Title 49, United States Code, Section 11303, the original and four (4) fully executed counterparts of Third Supplement to Equipment Trust and Assignment and Transfer of Certain Road Equipment, each dated as of July 15, 1988, creating Southern Pacific Transportation Company Equipment Trust, Series 77, together with voucher in payment of the recording fee.

The following documents have been recorded with the Commission under Section 11303 in this matter:

Equipment Trust Agreement dated as of April 1, 1980, recorded on April 11, 1980, at 10:25 AM, assigned Recordation No. 11665;

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First Supplement to Equipment Trust Agreement  
dated as of October 31, 1983, recorded on  
December 6, 1983, at 2:40 PM, assigned Recordation  
No. 11665-A;

Second Supplement to Equipment Trust Agreement  
dated as of July 15, 1987, recorded on August 18,  
1987, at 3:40 PM, assigned Recordation No. 11665-B; and

Assignment and Transfer of Certain Road Equipment  
dated as of July 15, 1987, recorded on August 18,  
1987, at 3:40 PM, assigned Recordation No. 11665-C.

In connection with the recording of the Third Supplement  
and Assignment and Transfer, each dated as of July 15, 1988, to  
the Equipment Trust Agreement dated as of April 1, 1980, the  
following information is set forth in accordance with the  
provisions of Section 57.4 of the Commission's Order of July 28,  
1952, as amended:

Name and Address of Trustee -Lessor:

First Pennsylvania Bank, N.A.  
30 South 30th Street  
Philadelphia, Pennsylvania 19104

Name and Address of Guarantor - Lessee:

Southern Pacific Transportation Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, California 94105

General Description of the Equipment  
Covered by the Third Supplement:

Number of  
Units

Description

2	100-ton Box Cars; Pacific Car and Foundry Company, builder; lettered SP and numbered 690489 and 690490; GRIP Date - April, 1980.
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General Description of the Equipment Covered by the  
Assignment and Transfer of Certain Road Equipment:

<u>Number of Units</u>	<u>Description</u>
1	50-ton Caboose Car; International Car Company (Division of PACCAR Inc.), builder; lettered SP and numbered 4772.

When the recording of the Third Supplement and Assignment and Transfer have been completed, will you kindly endorse, with the pertinent recording information, all executed counterparts thereof which are presented to you and return four (4) of the same to the undersigned.

Very truly yours,



Louis P. Warchot  
General Attorney

Enclosures

cc: Mr. E. L. Johnson  
(Attn: Mr. C. D. Tyler)

RECORDED BY 11665-0

SEP 12 1988 3 12 PM

INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY  
EQUIPMENT TRUST  
SERIES 77

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THIRD  
SUPPLEMENT TO EQUIPMENT TRUST  
Dated as of July 15, 1988

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FIRST PENNSYLVANIA BANK, N.A.

- TO -

SOUTHERN PACIFIC TRANSPORTATION COMPANY

SUPPLEMENT TO EQUIPMENT TRUST, dated as of the fifteenth day of July, 1988, between First Pennsylvania Bank, N.A., a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of April 1, 1980, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series 77 (hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to the Company; and

WHEREAS, the Company has assigned and transferred to the Trustee other standard-gauge railroad equipment, other than work equipment, hereinafter specifically described, free from all liens and encumbrances, at least equal to the fair value, determined as provided in the Equipment Trust, of the destroyed railroad equipment; and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That First Pennsylvania Bank, N.A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration as well as the sum of one dollar

(\$1.00) to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of Southern Pacific Transportation Company Equipment Trust, Series 77, the railroad equipment hereinafter described, to wit:

<u>Number of Units</u>	<u>Description</u>
2	100-ton Box Cars; Pacific Car and Foundry Company, builder; lettered SP and numbered 690489 and 690490; GRIP date - April, 1980.

TO HAVE AND TO HOLD, as part of the Trust Equipment, subject to all of the terms and conditions of the Equipment Trust.

This Third Supplement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their

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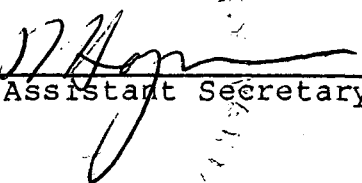
\*

respective corporate seals to be hereunto affixed, duly attested,  
as of the day and year first above written.

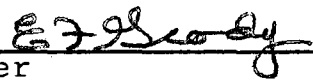
FIRST PENNSYLVANIA BANK, N.A.,  
Trustee

By   
Corporate Trust Officer

Attest:

  
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION  
COMPANY

By   
Treasurer

Attest:

  
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA )  
 ) ss.  
CITY AND COUNTY OF PHILADELPHIA )

On this 29<sup>th</sup> day of July, 1988, before me personally appeared GEORGE J. RAYZIS, to me personally known, who, being by me duly sworn, says that he is Corporate Trust Officer of FIRST PENNSYLVANIA BANK, N.A.; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCort  
Notary Public

LYNNE N. McCOARRY  
Notary Public, Phila., Phila. Co.  
My Commission Expires July 2, 1990



STATE OF CALIFORNIA

)

) SS.

CITY AND COUNTY OF SAN FRANCISCO )

On this 15th day of July, 1988, before me personally appeared E. F. GRADY, to me personally known, who, being by me duly sworn, says that he is Treasurer of SOUTHERN PACIFIC TRANSPORTATION COMPANY; that the seal affixed to the foregoing instrument is the corporate seal of said corporation; and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Gerena M. J. Young  
Notary Public

